

Regd. Office :  
17, Rajmugat Society, Naranpura Cross Road,  
Ankur Road, Naranpura,  
Ahmedabad - 380 013. Gujarat, India  
Phone : +91-79-27415501 / 2 / 3 / 4  
Fax : +91-79-27480999  
E-mail : info@ratnamani.com  
Website : http://www.ratnamani.com  
CIN : L70109GJ1983PLC006460



RM/SEC/REG. 44(3)/2018-19/10VIII

10<sup>th</sup> August, 2018

To, <b>BSE Ltd.</b> Corporate Relationship Department 1 <sup>st</sup> Floor, New Trading Ring, Rotunda Building, P. J. Tower, Dalal Street, Fort, Mumbai – 400 001 Company Code : 520111	To, <b>National Stock Exchange of India Ltd.</b> "Exchange Plaza", 5th Floor, Bandra – Kurla Complex, Bandra (E), Mumbai - 400 051 Company code : RATNAMANI
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**Subject: Voting results as per Regulation 44(3) of the SEBI (LOADR) Regulations, 2015 along with the Scrutinizer's Report of the 34th Annual General Meeting**

Dear Sir/Madam,

Pursuant to Regulation 44(3) of the SEBI (LOADR) Regulations, 2015, we submit herewith the Voting results of the 34th Annual General Meeting of the Company held on Thursday, 9th August, 2018 at 10.00 A.M. at The Conference Hall of "The Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road, Ahmedabad – 380 009.

The Company had appointed Shri M. C. Gupta, Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting and poll process. The Scrutinizer's Report received from him has been attached herewith and the same has been uploaded on the Company's website i.e. [www.ratnamani.com](http://www.ratnamani.com).

Please take the above on your record.

Thanking you,

Yours faithfully,

**For, RATNAMANI METALS & TUBES LIMITED**

**PRAKASH M. SANGHVI**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00006354**

Encl.: As above

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### DETAILS OF VOTING RESULTS

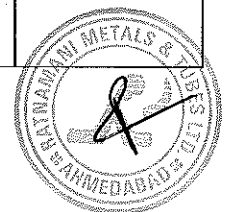
#### 34<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON 9<sup>TH</sup> AUGUST, 2018

1.	Date of Annual General Meeting	9 <sup>th</sup> August, 2018
2.	Total No. of Shareholders as on Cut-off date	11,296
3.	No. of Shareholders present in the meeting either in person or through proxy: (a) Promoters and Promoters Group: (b) Public:	12 38
4.	No. of Shareholders attended the meeting through video conferencing: (a) Promoters and Promoters Group: (b) Public:	Not Arranged

#### Details of Agenda:

The modes of voting of all the resolutions were E-voting and Poll conducted at the 34<sup>th</sup> Annual General Meeting.

Agenda No.	Details of Agenda	Resolution required (Ordinary / Special)	Mode of Voting	Remarks
1.	Adoption of the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon and also the audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2018 and the Report of the Auditors thereon.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
2.	Declaration of Dividend @ Rs.6.00/- per Equity Shares of Rs.2/- for the financial year ended on 31st March, 2018.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
3.	Appointment of a Director in place of Shri Shanti M. Sanghvi (DIN: 00007955), whose period of office is not liable to determination by retirement of Directors by rotation and who, pursuant to the applicable provisions of the Companies Act, 2013, retires by rotation and being eligible offers himself for re-appointment.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority



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4.	Appointment of M/s. Kantilal Patel & Co., Chartered Accountants as the Joint statutory Auditors having firm Registration No. No.104744W of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 39 <sup>th</sup> Annual General Meeting to be held in the calendar year 2023 and fixing their remuneration.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
5.	Ratification of Remuneration payable to M/s. N. D. Birla & Co., Cost Accountants, having firm Registration No.000028 as the Cost Auditors of the Company for the financial year ending on 31st March, 2019.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
6.	Re-appointment of Shri. Divyabhash C. Anjaria (DIN: 00008639) as an Independent Director of the Company for a period of 5 (Five) years.	Special Resolution	E-voting and Poll	Passed with requisite majority
7.	Re-appointment of Dr. Vinodkumar M. Agrawal (DIN: 00010558) as an Independent Director of the Company for a period of 5 (Five) years.	Special Resolution	E-voting and Poll	Passed with requisite majority
8.	Re-appointment of Shri Pravinchandra M. Mehta (DIN: 00012410) as an Independent Director of the Company for a period of 5 (Five) years.	Special Resolution	E-voting and Poll	Passed with requisite majority
9.	Re-appointment of and fixing the remuneration payable to Shri Prakash M. Sanghvi (DIN: 00006354) as Managing Director of the Company for a period of 5 (Five) years.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
10.	Re-appointment of and fixing the remuneration payable to Shri Jayanti M. Sanghvi (DIN: 00006178) as a Whole Time Director of the Company for the period of 5 (Five) years.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
11.	Re-appointment of and fixing the remuneration payable to Shri Shanti M. Sanghvi (DIN: 00007955) as a Whole Time Director of the Company for the period of 5 (Five) years.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
12.	Re-appointment of and fixing the remuneration payable to Shri Manoj P. Sanghvi, as Business Head (C.S. Pipes) for a period of 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 12,00,000/- (Rupees: Twelve Lacs) per month as may be decided by the Board.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
13..	Re-appointment of and fixing the remuneration payable to Shri Prashant J. Sanghvi, as Business	Ordinary Resolution	E-voting and Poll	Passed with requisite



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	Head (L.S.A.W.) for a period of 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 12,00,000/- (Rupees: Twelve Lacs) per month as may be decided by the Board.			majority
14.	Re-appointment of and fixing the remuneration payable to Shri Nilesh P. Sanghvi, as Chief Executive (Strategic Business Development) for a period of 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 9,00,000/- (Rupees: Nine Lacs) per month as may be decided by the Board.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
15.	Re-appointment of and fixing the remuneration payable to Shri Jigar P. Sanghvi, as Executive (Marketing) for a period of 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 7,00,000/- (Rupees: Seven Lacs) per month as may be decided by the Board.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
16.	Re-appointment of and fixing the remuneration payable to Shri Yash S. Sanghvi, as Executive (Marketing) for a period of 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 4,00,000/- (Rupees: Four Lacs) per month as may be decided by the Board.	Ordinary Resolution	E-voting and Poll	Passed with requisite majority
17.	Issuance of redeemable non-convertible debentures/bonds by way of private placement for an amount not exceeding Rs.500.00 Crores (Rupees: Five Hundred Crores)	Special Resolution	E-voting and Poll	Passed with requisite majority



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**Agenda wise disclosure:**

**Resolution No.1:**

**Adoption of the audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon and also the audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2018 and the Report of the Auditors thereon.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	8182543	87.2406	8182543	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>8182543</b>	<b>87.2406</b>	<b>8182543</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5378075	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5379901</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41642399</b>	<b>89.1166</b>	<b>41642069</b>	<b>330</b>	<b>99.9992</b>	<b>0.0008</b>	<b>237225</b>



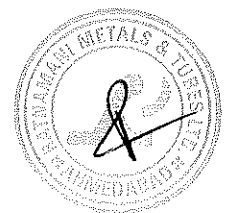
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**Resolution No.2:**

**Declaration of Dividend @ Rs.6.00/- per Equity Shares of Rs.2/- for the financial year ended on 31st March, 2018.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	8182543	87.2406	8182543	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>8182543</b>	<b>87.2406</b>	<b>8182543</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5376575	1830	99.9660	0.0340	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5378401</b>	<b>1830</b>	<b>99.9660</b>	<b>0.0340</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41642399</b>	<b>89.1166</b>	<b>41640569</b>	<b>1830</b>	<b>99.9956</b>	<b>0.0044</b>	<b>237225</b>



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### Resolution No.3:

**Appointment of a Director in place of Shri Shanti M. Sanghvi (DIN: 00007955), whose period of office is not liable to determination by retirement of Directors by rotation and who, pursuant to the applicable provisions of the Companies Act, 2013, retires by rotation and being eligible offers himself for re-appointment.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	8182543	87.2406	8182543	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>8182543</b>	<b>87.2406</b>	<b>8182543</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5374547	3858	99.9283	0.0717	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5376373</b>	<b>3858</b>	<b>99.9283</b>	<b>0.0717</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41642399</b>	<b>89.1166</b>	<b>41638541</b>	<b>3858</b>	<b>99.9907</b>	<b>0.0093</b>	<b>237225</b>



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**Resolution No.4:**

**Appointment of M/s. Kantilal Patel & Co., Chartered Accountants as the Joint statutory Auditors having firm Registration No.104744W of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 39<sup>th</sup> Annual General Meeting to be held in the calendar year 2023 and fixing their remuneration.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	8182543	87.2406	8182543	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>8182543</b>	<b>87.2406</b>	<b>8182543</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5376575	1830	99.9660	0.0340	237225
	Poll		1830	0.0197	1830	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380235</b>	<b>58.0449</b>	<b>5378405</b>	<b>1830</b>	<b>99.9660</b>	<b>0.0340</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41642403</b>	<b>89.1166</b>	<b>41640573</b>	<b>1830</b>	<b>99.9956</b>	<b>0.0044</b>	<b>237225</b>





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**Resolution No.5:**

**Ratification of Remuneration payable to M/s. N. D. Birla & Co., Cost Accountants, having firm Registration No.000028 as the Cost Auditors of the Company for the financial year ending on 31st March, 2019.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	8182543	87.2406	8182543	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>8182543</b>	<b>87.2406</b>	<b>8182543</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5375547	2858	99.9469	0.0531	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5377373</b>	<b>2858</b>	<b>99.9469</b>	<b>0.0531</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41642399</b>	<b>89.1166</b>	<b>41639541</b>	<b>2858</b>	<b>99.9931</b>	<b>0.0069</b>	<b>237225</b>



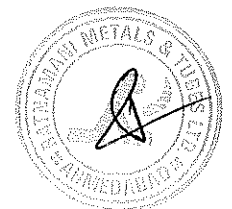
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**Resolution No.6:**

**Re-appointment of Shri Divyabhash C. Anjaria (DIN: 00008639) as an Independent Director of the Company for a period of 5 (Five) years.**

Resolution Required : (Special)			Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7909436	14032	99.8229	0.1771	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7909436</b>	<b>14032</b>	<b>99.8229</b>	<b>0.1771</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5378075	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5379901</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41383324</b>	<b>88.5622</b>	<b>41368962</b>	<b>14362</b>	<b>99.9653</b>	<b>0.0347</b>	<b>237225</b>



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**Resolution No.7:**

**Re-appointment of Dr. Vinodkumar M. Agrawal (DIN: 00010558) as an Independent Director of the Company for a period of 5 (Five) years.**

Resolution Required : (Special)			Special Resolution						
Whether promoter/ promoter group are interested in the agenda / resolution?			N. A.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3] = {[2]/[1]} *100	[4]	[5]	[6] = {[4]/[2]} *100	[7] = {[5]/[2]} *100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7909436	14032	99.8229	0.1771	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7909436</b>	<b>14032</b>	<b>99.8229</b>	<b>0.1771</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5378075	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5379901</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41383324</b>	<b>88.5622</b>	<b>41368962</b>	<b>14362</b>	<b>99.9653</b>	<b>0.0347</b>	<b>237225</b>



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**Resolution No.8:**

**Re-appointment of Shri Pravinchandra M. Mehta (DIN: 00012410) as an Independent Director of the Company for a period of 5 (Five) years.**

Resolution Required : (Special)		Special Resolution							
Whether promoter/ promoter group are interested in the agenda/resolution?		N. A.							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7909436	14032	99.8229	0.1771	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7909436</b>	<b>14032</b>	<b>99.8229</b>	<b>0.1771</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5378075	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5379901</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41383324</b>	<b>88.5622</b>	<b>41368962</b>	<b>14362</b>	<b>99.9653</b>	<b>0.0347</b>	<b>237225</b>



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**Resolution No.9:**

**Re-appointment of and fixing the remuneration payable to Shri Prakash M. Sanghvi (DIN: 00006354) as Managing Director of the Company for a period of 5 (Five) years.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3] = {[2]/[1]}*100	[4]	[5]	[6] = {[4]/[2]}*100	[7] = {[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7909436	14032	99.8229	0.1771	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7909436</b>	<b>14032</b>	<b>99.8229</b>	<b>0.1771</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5378075	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5379901</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41383324</b>	<b>88.5622</b>	<b>41368962</b>	<b>14362</b>	<b>99.9653</b>	<b>0.0347</b>	<b>237225</b>



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**Resolution No.10:**

**Re-appointment of and fixing the remuneration payable to Shri Jayanti M. Sanghvi (DIN: 00006178) as a Whole Time Director of the Company for the period of 5 (Five) years.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7854928	68540	99.1350	0.8650	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7854928</b>	<b>68540</b>	<b>99.1350</b>	<b>0.8650</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5378075	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5379901</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41383324</b>	<b>88.5622</b>	<b>41314454</b>	<b>68870</b>	<b>99.8336</b>	<b>0.1664</b>	<b>237225</b>



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**Resolution No.11:**

**Re-appointment of and fixing the remuneration payable to Shri Shanti M. Sanghvi (DIN: 00007955) as a Whole Time Director of the Company for the period of 5 (Five) years.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={(2)/[1]}*100	[4]	[5]	[6]={(4)/[2]}*100	[7]={(5)/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7854928	68540	99.1350	0.8650	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7854928</b>	<b>68540</b>	<b>99.1350</b>	<b>0.8650</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5378075	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5379901</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41383324</b>	<b>88.5622</b>	<b>41314454</b>	<b>68870</b>	<b>99.8336</b>	<b>0.1664</b>	<b>237225</b>



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## Resolution No.12:

**Re-appointment of and fixing the remuneration payable to Shri Manoj P. Sanghvi, as Business Head (C.S. Pipes) for a period of 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 12,00,000/- (Rupees: Twelve Lacs) per month as may be decided by the Board.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	4017900	14.3090	4017900	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>4017900</b>	<b>14.3090</b>	<b>4017900</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7909436	14032	99.8229	0.1771	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7909436</b>	<b>14032</b>	<b>99.8229</b>	<b>0.1771</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5377047	1358	99.9748	0.0252	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5378873</b>	<b>1358</b>	<b>99.9748</b>	<b>0.0252</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>17321599</b>	<b>37.0690</b>	<b>17306209</b>	<b>15390</b>	<b>99.9112</b>	<b>0.0888</b>	<b>237225</b>





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### **Resolution No.13:**

**Re-appointment of and fixing the remuneration payable to Shri Prashant J. Sanghvi, as Business Head (L.S.A.W.) for a period of 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 12,00,000/- (Rupees: Twelve Lacs) per month as may be decided by the Board.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	17897915	63.7399	17897915	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>17897915</b>	<b>63.7399</b>	<b>17897915</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7909436	14032	99.8229	0.1771	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7909436</b>	<b>14032</b>	<b>99.8229</b>	<b>0.1771</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5378075	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5379901</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>31201614</b>	<b>66.7728</b>	<b>31187252</b>	<b>14362</b>	<b>99.9540</b>	<b>0.0460</b>	<b>237225</b>



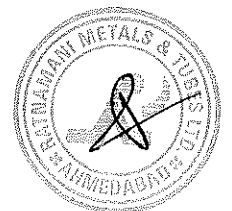
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**Resolution No.14:**

**Re-appointment of and fixing the remuneration payable to Shri Nilesh P. Sanghvi, as Chief Executive (Strategic Business Development) for a period of 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 9,00,000/- (Rupees: Nine Lacs) per month as may be decided by the Board.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	3992900	14.2199	3992900	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>3992900</b>	<b>14.2199</b>	<b>3992900</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7909436	14032	99.8229	0.1771	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7909436</b>	<b>14032</b>	<b>99.8229</b>	<b>0.1771</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5378075	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5379901</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>17296599</b>	<b>37.0155</b>	<b>17282237</b>	<b>14362</b>	<b>99.9170</b>	<b>0.0830</b>	<b>237225</b>



Regd. Office :  
17, Rajmugat Society, Naranpura Cross Road,  
Ankur Road, Naranpura,  
Ahmedabad - 380 013, Gujarat, India  
Phone : +91-79-27415501 / 2 / 3 / 4  
Fax : +91-79-27480999  
E-mail : info@ratnamani.com  
Website : http://www.ratnamani.com  
CIN : L70109GJ1983PLC006460



### **Resolution No.15:**

**Re-appointment of and fixing the remuneration payable to Shri Jigar P. Sanghvi, as Executive (Marketing) for a period of 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 7,00,000/- (Rupees: Seven Lacs) per month as may be decided by the Board.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	4017900	14.3090	4017900	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>4017900</b>	<b>14.3090</b>	<b>4017900</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7909436	14032	99.8229	0.1771	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7909436</b>	<b>14032</b>	<b>99.8229</b>	<b>0.1771</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5378075	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5379901</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>17321599</b>	<b>37.0690</b>	<b>1730723</b> <b>7</b>	<b>14362</b>	<b>99.9171</b>	<b>0.0829</b>	<b>237225</b>



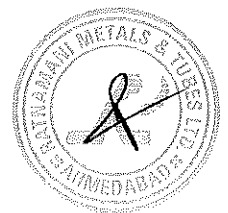
Regd. Office :  
 17, Rajmugat Society, Naranpura Cross Road,  
 Ankur Road, Naranpura,  
 Ahmedabad - 380 013. Gujarat, India  
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 Website : http://www.ratnamani.com  
 CIN : L70109GJ1983PLC006460



**Resolution No.16:**

**Re-appointment of and fixing the remuneration payable to Shri Yash S. Sanghvi, as Executive (Marketing) for a period of 5 (Five) years with effect from 1st October, 2018 on a salary and perquisites not exceeding ₹ 4,00,000/- (Rupees: Four Lacs) per month as may be decided by the Board.**

Resolution Required : (Ordinary)			Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100	[8]
Promoter and Promoter Group	E-Voting	28079625	24650215	87.7868	24650215	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>24650215</b>	<b>87.7868</b>	<b>24650215</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	7923468	84.4784	7909436	14032	99.8229	0.1771	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>7923468</b>	<b>84.4784</b>	<b>7909436</b>	<b>14032</b>	<b>99.8229</b>	<b>0.1771</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5375905	57.9982	5375575	330	99.9939	0.0061	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5377731</b>	<b>58.0179</b>	<b>5377401</b>	<b>330</b>	<b>99.9939</b>	<b>0.0061</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>37951414</b>	<b>81.2177</b>	<b>37937052</b>	<b>14362</b>	<b>99.9622</b>	<b>0.0378</b>	<b>237225</b>



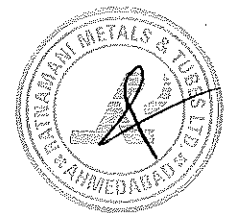
Regd. Office :  
 17, Rajmugat Society, Naranpura Cross Road,  
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**Resolution No.17:**

**Issuance of redeemable non-convertible debentures/bonds by way of private placement for an amount not exceeding Rs.500.00 Crores (Rupees: Five Hundred Crores)**

Resolution Required : (Special)			Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?			N. A.						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3] = {[2]/[1]} * 100	[4]	[5]	[6] = {[4]/[2]} * 100	[7] = {[5]/[2]} * 100	[8]
Promoter and Promoter Group	E-Voting	28079625	28079625	100.0000	28079625	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>28079625</b>	<b>100.0000</b>	<b>28079625</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Institutions	E-Voting	9379287	8182543	87.2406	8182543	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>8182543</b>	<b>87.2406</b>	<b>8182543</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>
Public Non Institutions	E-Voting	9269088	5378405	58.0252	5374547	3858	99.9283	0.0717	237225
	Poll		1826	0.0197	1826	0	100.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	<b>Total</b>		<b>5380231</b>	<b>58.0449</b>	<b>5376373</b>	<b>3858</b>	<b>99.9283</b>	<b>0.0717</b>	<b>237225</b>
<b>Total</b>		<b>46728000</b>	<b>41642399</b>	<b>89.1166</b>	<b>41638541</b>	<b>3858</b>	<b>99.9907</b>	<b>0.0093</b>	<b>237225</b>



Date: 10<sup>th</sup> August, 2018

To,  
The Chairman of 34<sup>th</sup> Annual General Meeting of Ratnamani Metals & Tubes Limited,  
Held on Thursday, the 9<sup>th</sup> Day of August, 2018 at 10.00 a.m. at the Conference Hall of "The  
Ahmedabad Textile Mills Association", Near "Gurjari", Ashram Road,  
Ahmedabad – 380-009

**CONSOLIDATED SCRUTINIZER'S REPORT**

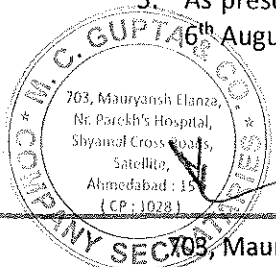
**THIRTY FOURTH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF RATNAMANI METALS & TUBES LIMITED HELD ON THURSDAY, 9<sup>TH</sup> AUGUST, 2018 AT 10:00 AM AT THE CONFERENCE HALL OF "THE AHMEDABAD TEXTILE MILLS ASSOCIATION", NEAR "GURJARI", ASHRAM ROAD, AHMEDABAD- 380 009.**

I, Mahesh C. Gupta, proprietor of M/s. M. C. Gupta & Co., Company Secretaries, have been appointed as Scrutinizer for the purpose of voting by electronic means and voting by poll to be carried by the Company pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and in accordance with the Listing Agreement, in respect of resolutions mentioned in the report, at Annual General Meeting of the company held on 9<sup>th</sup> August, 2018.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll at the AGM] for the resolutions contained in the Notice of the 34<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as scrutinizer is restricted to make a Scrutinizer's Report of the votes cast 'For' or 'Against' the resolutions stated in the Notice.

**Report on scrutiny:**

1. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means to all the members who were eligible to take part in the remote e-voting.
2. The cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for approval of the shareholders was 2<sup>nd</sup> August, 2018.
3. As prescribed in the Rules, remote e-voting facility was kept open for three days from Monday, 6<sup>th</sup> August, 2018 (10:00 a.m.) till Wednesday, 8<sup>th</sup> August, 2018 (5:00 p.m.).



*M. C. Gupta & Co.*  
*Company Secretaries*

CS Mahesh C. Gupta  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

4. As on cut-off date i.e. 2<sup>nd</sup> August, 2018, there were 11,296 (Eleven Thousand Two-Hundred Ninety Six Only) shareholders.
5. At the end of remote e-voting period on 8<sup>th</sup> August, 2018 at 5:00 p.m., voting portal of service provider was blocked forthwith.
6. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. After Annual General Meeting, the ballot box kept for voting was immediately opened by me in presence of Mr. Sparsh Gupta and Ms. Aishwarya Menon.
8. There were 50 shareholders present at the meeting present in person at the Annual General Meeting.
9. On Thursday, 9<sup>th</sup> August, 2018 at 11:26 a.m. after counting vote cast at the meeting, the votes cast through remote e-voting process were unblocked by me in the presence of Mr. Sparsh Gupta and Ms. Aishwarya Menon.
10. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents and the authorizations/ proxies lodged with the Company.
11. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by the shareholders on related party transaction resolutions are considered as invalid.

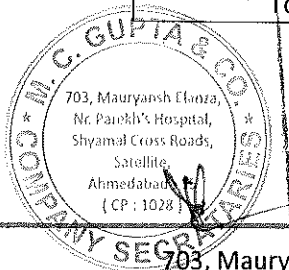
**Consolidated report on result of voting through electronic means and voting by poll is as under:**

**Item No. 1: As an Ordinary Resolution**

To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and the Auditors thereon and the audited Consolidated Balance Sheet of the Company for the financial year ended on 31<sup>st</sup> March, 2018 and the Reports of the Auditors thereon:

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	215	4,16,40,243	99.9948
Total	228	4,16,42,069	99.9992



*M. C. Gupta & Co.*  
*Company Secretaries*

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(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	1	330	0.0008
<b>Total</b>	<b>1</b>	<b>330</b>	<b>0.0008</b>

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
<b>Total</b>	<b>4</b>	<b>2,37,227</b>

**Item No.2: As an Ordinary Resolution**

**To declare Dividend on the Equity shares of the Company for the financial year ended 31<sup>st</sup> March, 2018:**

(i) Voted in favour of the resolution:

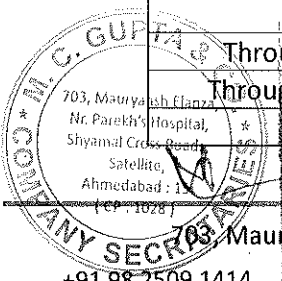
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	214	4,16,38,743	99.9912
<b>Total</b>	<b>227</b>	<b>4,16,40,569</b>	<b>99.9956</b>

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	2	1,830	0.0044
<b>Total</b>	<b>2</b>	<b>1,830</b>	<b>0.0044</b>

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
<b>Total</b>	<b>4</b>	<b>2,37,227</b>





*M. C. Gupta & Co.*  
*Company Secretaries*

CS Mahesh C. Gupta  
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**Item No. 3: As an Ordinary Resolution**

To re-appoint Shri Shanti M. Sanghvi (DIN: 00007955) as a Director of the Company who retires by rotation:

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	213	4,16,36,715	99.9864
Total	226	4,16,38,541	99.9908

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	3	3,858	0.0092
Total	3	3,858	0.0092

(iii) Votes Invalid:

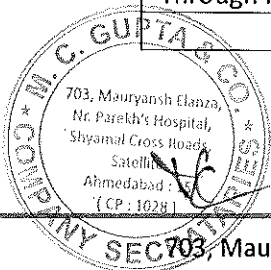
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
Total	4	2,37,227

**Item No.4: As an Ordinary Resolution**

To Appoint M/s. Kantilal Patel & Co., Chartered Accountants (FRN: 104744W) as Joint Statutory Auditors of the Company and fix their remuneration:

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,830	0.0044
Through remote e-voting	214	4,16,38,743	99.9912
Total	227	4,16,40,573	99.9956



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*Company Secretaries*

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(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	2	1,830	0.0044
<b>Total</b>	<b>2</b>	<b>1,830</b>	<b>0.0044</b>

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
<b>Total</b>	<b>4</b>	<b>2,37,227</b>

**Item No. 5: As an Ordinary Resolution**

To ratify the Remuneration payable to M/s. N. D. Birla & Co. (FRN: 000028) as a Cost Auditor of the Company for the Financial Year ending on 31<sup>st</sup> March, 2019:

(i) Voted in favour of the resolution:

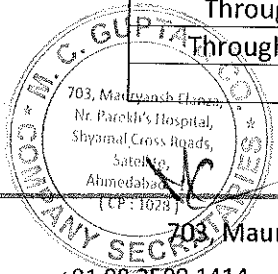
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	213	4,16,37,715	99.9887
<b>Total</b>	<b>226</b>	<b>4,16,39,541</b>	<b>99.9931</b>

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	3	2,858	0.0069
<b>Total</b>	<b>3</b>	<b>2,858</b>	<b>0.0069</b>

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
<b>Total</b>	<b>4</b>	<b>2,37,227</b>



*M. C. Gupta & Co.*  
*Company Secretaries*

**CS Mahesh C. Gupta**  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

**Item No. 6: As a Special Resolution**

To re-appoint Shri Divyabhash C. Anjaria (DIN: 00008639), as an Independent Director of the Company:

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	212	4,13,67,136	99.9609
Total	225	4,13,68,962	99.9653

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	2	14,362	0.0347
Total	2	14,362	0.0347

(iii) Votes Invalid:

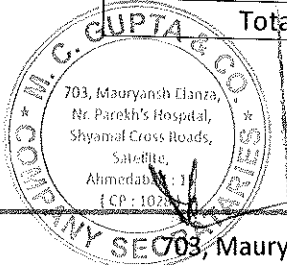
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
Total	4	2,37,227

**Item No. 7: As a Special Resolution**

To re-appoint Dr. Vinodkumar M. Agrawal (DIN: 00010558), as an Independent Director of the Company:

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	212	4,13,67,136	99.9609
Total	225	4,13,68,962	99.9653



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*M. C. Gupta & Co.*  
*Company Secretaries*

CS Mahesh C. Gupta  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	2	14,362	0.0347
Total	2	14,362	0.0347

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
Total	4	2,37,227

**Item No. 8: As a Special Resolution**

To re-appoint Shri Pravinchandra M. Mehta (DIN: 00012410), as an Independent Director of the Company:

(i) Voted in favour of the resolution:

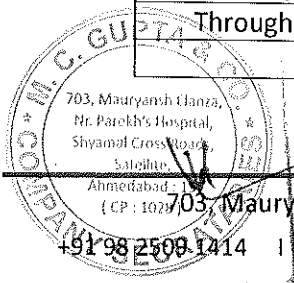
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	212	4,13,67,136	99.9609
Total	225	4,13,68,962	99.9653

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	2	14,362	0.0347
Total	2	14,362	0.0347

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
Total	4	2,37,227



*M. C. Gupta & Co.*  
*Company Secretaries*

**CS Mahesh C. Gupta**  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

**Item No. 9: As an Ordinary Resolution**

To re-appoint Shri Prakash M. Sanghvi (DIN: 00006354), as Managing Director of the Company and fix his remuneration:

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	212	4,13,67,136	99.9609
Total	225	4,13,68,962	99.9653

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	2	14,362	0.0347
Total	2	14,362	0.0347

(iii) Votes Invalid:

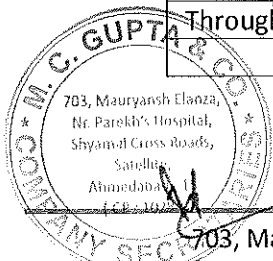
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
Total	4	2,37,227

**Item No. 10: As an Ordinary Resolution**

To re-appoint Shri Jayanti M. Sanghvi (DIN: 00006178), as a Whole-Time Director of the Company and fix his remuneration:

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	203	4,13,12,628	99.8292
Total	216	4,13,14,454	99.8336



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(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	11	68,870	0.1664
Total	11	68,870	0.1664

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
Total	4	2,37,227

**Item No. 11: As an Ordinary Resolution**

To re-appoint Shri Shanti M. Sanghvi (DIN: 00007955), as a Whole-Time Director of the Company and fix his remuneration:

(i) Voted in favour of the resolution:

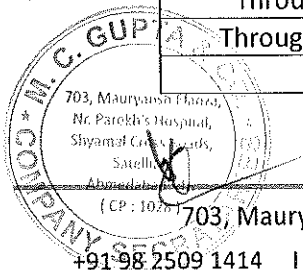
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	203	4,13,12,628	99.8292
Total	216	4,13,14,454	99.8336

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	11	68,870	0.1664
Total	11	68,870	0.1664

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
Total	4	2,37,227



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**Item No. 12: As an Ordinary Resolution**

**To re-appoint Shri Manoj P. Sanghvi, as the Business Head (C.S. Pipes) and fix his remuneration:**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0105
Through remote e-voting	179	1,73,04,383	99.9006
Total	192	1,73,06,209	99.9111

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	3	15,390	0.0889
Total	3	15,390	0.0889

(iii) Votes Invalid:

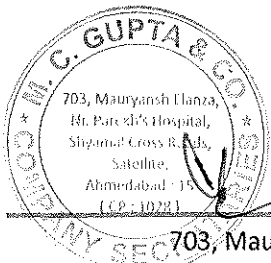
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
Total	4	2,37,227

**Item No. 13: As an Ordinary Resolution**

**To re-appoint Shri Prashant J. Sanghvi, as the Business Head (L.S.A.W.) and fix his remuneration:**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0059
Through remote e-voting	199	3,11,85,426	99.9481
Total	212	3,11,87,252	99.9540



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(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	2	14,362	0.0460
<b>Total</b>	<b>2</b>	<b>14,362</b>	<b>0.0460</b>

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
<b>Total</b>	<b>4</b>	<b>2,37,227</b>

**Item No. 14: As an Ordinary Resolution**

**To re-appoint Shri Nilesh P. Sanghvi, as the Chief Executive (Strategic Business Development) and fix his remuneration:**

(i) Voted in favour of the resolution:

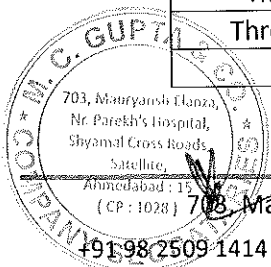
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0106
Through remote e-voting	179	1,72,80,411	99.9064
<b>Total</b>	<b>192</b>	<b>1,72,82,237</b>	<b>99.9170</b>

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	2	14362	0.0830
<b>Total</b>	<b>2</b>	<b>14362</b>	<b>0.0830</b>

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
<b>Total</b>	<b>4</b>	<b>2,37,227</b>





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*Company Secretaries*

**CS Mahesh C. Gupta**  
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**Item No. 15: As an Ordinary Resolution**

**To re-appoint Shri Jigar P. Sanghvi, as Executive (Marketing) and fix his remuneration:**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0105
Through remote e-voting	180	1,73,05,411	99.9066
Total	193	1,73,07,237	99.9171

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	2	14,362	0.0829
Total	2	14,362	0.0829

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
Total	4	2,37,227

**Item No. 16: As an Ordinary Resolution**

**To re-appoint Shri Yash S. Sanghvi, as Executive (Marketing) and fix his remuneration:**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0048
Through remote e-voting	203	3,79,35,226	99.9574
Total	216	3,79,37,052	99.9622



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*Company Secretaries*

**CS Mahesh C. Gupta**  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

(ii) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	2	14,362	0.0378
<b>Total</b>	<b>2</b>	<b>14,362</b>	<b>0.0378</b>

(iii) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
<b>Total</b>	<b>4</b>	<b>2,37,227</b>

**Item No. 17: As a Special Resolution**

**To issue Redeemable Non-Convertible Debentures/Bonds, by way of Private Placement:**

(iv) Voted in favour of the resolution:

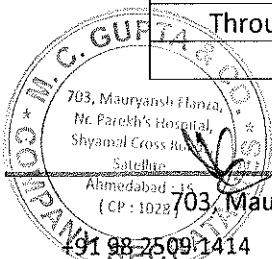
Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	13	1,826	0.0044
Through remote e-voting	213	4,16,36,715	99.9863
<b>Total</b>	<b>226</b>	<b>4,16,38,541</b>	<b>99.9907</b>

(v) Voted against the resolution:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members	% of total number of valid votes cast
Through voting by poll	-	-	-
Through remote e-voting	3	3,858	0.0093
<b>Total</b>	<b>3</b>	<b>3,858</b>	<b>0.0093</b>

(vi) Votes Invalid:

Mode of voting	Number of Members voted (in person or by proxy)	Number of Votes Cast by Members
Through voting by poll	1	2
Through remote e-voting	3	2,37,225
<b>Total</b>	<b>4</b>	<b>2,37,227</b>



*M. C. Gupta & Co.*  
*Company Secretaries*

CS Mahesh C. Gupta  
B.Com (Hons.), LL.M., MBA, ACMA, FCS

Note:

- a) The shareholders abstained from voting on specific resolutions under remote e-voting are considered as invalid votes.
- b) Shareholders whose signature is not tallying, improperly voted, abstain from voting resolutions are considered as invalid ones.
12. Based on the above voting, all resolutions carried on with requisite majority, accordingly we request the Chairman of the 34<sup>th</sup> Annual General Meeting to announce the results of the meeting.
13. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
14. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,  
For M. C. Gupta & Co.,  
Company Secretaries  
UCN: S1986GJ003400

*Mahesh Gupta*

Mahesh C. Gupta  
Proprietor  
Membership No.: 2047 (CP: 1028)



Place: Ahmedabad  
Date: 10<sup>th</sup> August, 2018

*SPG*  
Witness 1:

Mr. Sparsh Gupta  
502, Parikrama Tower,  
Shyamal Cross Roads,  
Satellite  
Ahmedabad – 380 015.

*AS Menon*  
Witness 2:

Ms. Aishwarya Menon  
G-102, Sachin Towers,  
Anandnagar Road,  
Satellite,  
Ahmedabad – 380 015.

COUNTERSIGNED BY:  
For Ratnamani Metals & Tubes Limited

*PM*

Prakash M. Sanghvi  
Chairman and Managing Director  
DIN: 00006354

